



CORPORATION SERVICE COMPANY

RECORDATION NO. 26393-A FILED

OCT 10 '06

4-20 PM

SURFACE TRANSPORTATION BOARD



October 9<sup>th</sup>, 2006

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423  
[Barbara.saddler@stb.dot.gov](mailto:Barbara.saddler@stb.dot.gov)

REF: 512877-005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 17<sup>th</sup>, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **Alabama Power Company**  
600 North 18<sup>th</sup> Street, Birmingham, AL, 35291

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **Alabama Power Company** covering one hundred eighteen 4,180 C.F. aluminum bottom discharge coal hopper (6301/6418).  
**Inclusive.**

Please file this memorandum as a SECONDARY document to Recordation #26393 dated 06/15/06 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3753

Thank you for your prompt assistance.

Sincerely,

Beth Poani  
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 31<sup>st</sup> day of July, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and ALABAMA POWER COMPANY, an Alabama corporation, with an address at 600 North 18<sup>th</sup> Street, Birmingham, AL 35291 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Net Railcar Lease (the "Lease") dated as of March 31, 2006, covering certain equipment and with respect to which a Memorandum of Railcar Lease was filed with the Surface Transportation Board ("STB") on 6/15/06 and given Recordation Number 26393.

WHEREAS, the Parties have entered into an additional Schedule under the Lease and wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and a description of the equipment as set forth in Schedule A hereto (the "Equipment"), and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: [Signature]  
Name: Janice M. Wickham  
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

ALABAMA POWER COMPANY

By: [Signature]  
Name: Jerry L. Stewart 7-31-06  
Title: Sr. V.P.

# Schedule A

## Number of Cars

## Equipment Description

118

4,180 C.F. aluminum bottom discharge coal hopper

1	ECGX	6301	53	ECGX	6353	105	ECGX	6405
2	ECGX	6302	54	ECGX	6354	106	ECGX	6406
3	ECGX	6303	55	ECGX	6355	107	ECGX	6407
4	ECGX	6304	56	ECGX	6356	108	ECGX	6408
5	ECGX	6305	57	ECGX	6357	109	ECGX	6409
6	ECGX	6306	58	ECGX	6358	110	ECGX	6410
7	ECGX	6307	59	ECGX	6359	111	ECGX	6411
8	ECGX	6308	60	ECGX	6360	112	ECGX	6412
9	ECGX	6309	61	ECGX	6361	113	ECGX	6413
10	ECGX	6310	62	ECGX	6362	114	ECGX	6414
11	ECGX	6311	63	ECGX	6363	115	ECGX	6415
12	ECGX	6312	64	ECGX	6364	116	ECGX	6416
13	ECGX	6313	65	ECGX	6365	117	ECGX	6417
14	ECGX	6314	66	ECGX	6366	118	ECGX	6418
15	ECGX	6315	67	ECGX	6367			
16	ECGX	6316	68	ECGX	6368			
17	ECGX	6317	69	ECGX	6369			
18	ECGX	6318	70	ECGX	6370			
19	ECGX	6319	71	ECGX	6371			
20	ECGX	6320	72	ECGX	6372			
21	ECGX	6321	73	ECGX	6373			
22	ECGX	6322	74	ECGX	6374			
23	ECGX	6323	75	ECGX	6375			
24	ECGX	6324	76	ECGX	6376			
25	ECGX	6325	77	ECGX	6377			
26	ECGX	6326	78	ECGX	6378			
27	ECGX	6327	79	ECGX	6379			
28	ECGX	6328	80	ECGX	6380			
29	ECGX	6329	81	ECGX	6381			
30	ECGX	6330	82	ECGX	6382			
31	ECGX	6331	83	ECGX	6383			
32	ECGX	6332	84	ECGX	6384			
33	ECGX	6333	85	ECGX	6385			
34	ECGX	6334	86	ECGX	6386			
35	ECGX	6335	87	ECGX	6387			
36	ECGX	6336	88	ECGX	6388			
37	ECGX	6337	89	ECGX	6389			
38	ECGX	6338	90	ECGX	6390			
39	ECGX	6339	91	ECGX	6391			
40	ECGX	6340	92	ECGX	6392			
41	ECGX	6341	93	ECGX	6393			
42	ECGX	6342	94	ECGX	6394			
43	ECGX	6343	95	ECGX	6395			
44	ECGX	6344	96	ECGX	6396			
45	ECGX	6345	97	ECGX	6397			
46	ECGX	6346	98	ECGX	6398			
47	ECGX	6347	99	ECGX	6399			
48	ECGX	6348	100	ECGX	6400			
49	ECGX	6349	101	ECGX	6401			
50	ECGX	6350	102	ECGX	6402			
51	ECGX	6351	103	ECGX	6403			
52	ECGX	6352	104	ECGX	6404			